

ROPES & GRAY LLP
1211 Avenue of the Americas
New York, NY 10036-8704
Mark I. Bane (MB 4883)
Mark R. Somerstein (MS 9721)
David S. Elkind (DE 4054)
Telephone: (212) 596-9000
Facsimile: (212) 596-9090

Attorneys for HSBC Bank USA, National Association,
as Indenture Trustee

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|--|---|--------------------------------|
| -----X | : | |
| In re | : | |
| | : | Chapter 11 |
| | : | |
| CALPINE CORPORATION, <u>et al.</u>, | : | Case No. 05-60200 (BRL) |
| | : | |
| | : | (Jointly Administered) |
| | : | |
| -----X | : | |
| HSBC BANK USA, NATIONAL | : | |
| ASSOCIATION, AS INDENTURE | : | |
| TRUSTEE, | : | |
| Appellant, | : | |
| | : | |
| – against – | : | |
| | : | |
| CALPINE CORPORATION, <u>et al.</u>, | : | |
| | : | |
| Appellees. | : | |
| -----X | : | |

**COUNTER DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON
APPEAL AND STATEMENT OF ISSUES OF HSBC BANK USA, NATIONAL
ASSOCIATION, AS INDENTURE TRUSTEE, AND THE BANK OF NEW YORK, AS
ADMINISTRATIVE AGENT, FROM
ORDERS ENTERED BY THE BANKRUPTCY COURT**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, HSBC Bank USA,
National Association, as successor Indenture Trustee (the “Second Priority Indenture Trustee”)

for the holders of the \$640,000,000 Second Priority Secured Floating Rate Notes due 2010 (the “Second Priority Notes”) issued by Calpine Generating Company, LLC (“CalGen”) and CalGen Finance Corp. (“CalGen Finance,” and together with CalGen, the “CalGen Debtors”), and The Bank of New York, as successor Administrative Agent (the “Second Priority Administrative Agent,” and together with the Indenture Trustee, the “Second Priority Debt Representatives”) for the holders of \$100,000,000 of Second Priority Secured Institutional Term Loans due 2010 of CalGen (the “Second Priority Term Loans” and, together with the Second Priority Notes, the “Second Priority Debt”), by their undersigned attorneys, submit the following designation of items for inclusion in the record on appeal in connection with the Notices of Appeal and Designations of Record filed by the Debtors, the Official Committee of Unsecured Creditors of Calpine Corporation, and the Official Committee of Equity Security Holders of Calpine Corporation from the following orders of the United States Bankruptcy Court for the Southern District of New York, (the “Bankruptcy Court”):

Memorandum Decision and Order Granting, in Part, Debtors’ Motion for an Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors’ Limited Objection to Claims; and (III) Determining Value of Secured Claims entered by the Bankruptcy Court on March 5, 2007. (Docket No. 3875)

Order dated March 12, 2007 (I) Granting Debtors’ Limited Objection to Claim Numbers 2664, 3275, 3393, Through 3421 (Inclusive), 3546 Through 3554 (Inclusive), 3586 Through 3588 (Inclusive), 3731, 4073, 5653 Through 5730 (Inclusive), 5791, and 5792; (II) Determining the Value of the CalGen Secured Debt Pursuant to Rule 3012 of the Federal Rules of Bankruptcy Procedure; and (III) Authorizing Repayment of CalGen Secured Debt (Docket No. 3970)

Amended Order signed on 3/26/2007 (i) Granting Debtors Limited Objection To Claim Numbers 2664, 3275, 3393 Through 3421 (Inclusive), 3546 Through 3554 (Inclusive), 3586 Through 3588 (Inclusive), 3731, 4073, 5653 Through 5730 (Inclusive), 5791, And 5792; (ii) Determining The Value Of The Calgen Secured Debt Pursuant To Rule 3012 Of The Federal Rules Of Bankruptcy Procedure; And (iii) Authorizing Repayment Of Calgen Secured Debt. (Docket No. 4120)

STATEMENT OF ISSUES ON APPEAL

1. Did the Bankruptcy Court err in failing to apply the proper measure of damages in determining the claims of the Second Priority Indenture Trustee and the Second Priority Administrative Agent arising out of the Debtors' breaches of the "no call" and prepayment premium provisions of the indenture governing the Second Priority Notes (the "Second Priority Indenture") and the loan agreement governing the Second Priority Term Loans (the "Second Priority Term Loan Agreement")?

2. Where the Debtors sought to prepay the CalGen Second Priority Notes and Second Priority Term Loans in March, 2007, in violation of the provisions of the Second Priority Indenture and Second Priority Term Loan Agreement which expressly (i) prohibited any prepayment prior to April 1, 2008, and (ii) required payment of a prepayment premium of 3.5% for a prepayment after that date, did the Bankruptcy Court err in limiting the Second Priority Indenture Trustee's and Second Priority Administrative Agent's claims to the 3.5% prepayment premium due for a prepayment after April 1, 2008, and in not granting their claims for the additional damages incurred for the period from the date of the prepayment through April 1, 2008, resulting from the Debtors' prepayment of the CalGen Secured Debt?

3. Where the Second Priority Notes and Second Priority Term Loans were fully secured under a written Security Agreement, did the Bankruptcy Court err in failing to grant the Second Priority Indenture Trustee and Second Priority Administrative Agent secured claims for the prepayment premium and damages resulting from the Debtors' prepayment of the CalGen Secured Debt?

4. Where various of the debtor affiliates of the CalGen Debtors (the "Debtor Guarantors") expressly guaranteed all obligations of the CalGen Debtors under the Second

Priority Indenture and Second Priority Term Loan Agreement and the related Security Agreement, did the Bankruptcy Court err in expunging the claims of the Second Priority Indenture Trustee and Second Priority Administrative Agent under such guarantees against the Debtor Guarantors?

5. Where the Second Priority Indenture and Second Priority Term Loan Agreement expressly entitled the Second Priority Indenture Trustee and Second Priority Administrative Agent to indemnification and recovery of all of their fees, costs and expenses (including legal expenses), did the Bankruptcy Court err in limiting the recovery of the fees, costs, expenses and other indemnification amounts incurred and to be incurred by the Second Priority Indenture Trustee and Second Priority Administrative Agent?

6. Did the Bankruptcy Court err in overruling the objection of the representatives of the CalGen Secured Debt to the prepayment of the secured debt prior to confirmation of a chapter 11 plan?

DESIGNATION OF RECORD ON APPEAL

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | Description |
|----------------------------|--------------------------|--------------------------|---|
| 1 | 12/21/2005 | 2 | Affidavit of Eric N. Pryor Pursuant to Local Bankruptcy Rule 1007-2 filed by Matthew Allen Cantor on behalf of Calpine Corporation. (Cantor, Matthew) (Entered: 12/21/2005) |
| 2 | 12/21/2005 | 11 | Motion to Authorize <i>/Motion for Order Authorizing Debtors to (I) Continue to Use Existing Cash Management System and Bank Accounts; (II) Continue Intercompany Transactions and Provide Administrative Priority Status to Postpetition Intercompany Claims; (III) Continue to Use Existing Checks and Business Forms and (IV) Continue to Use Existing Investment Practices</i> filed by Matthew Allen Cantor on behalf of Calpine Corporation. (Attachments: # 1 Exhibit A: Proposed Order# 2 Exhibit B# 3 Exhibit C) (Cantor, Matthew) (Entered: 12/21/2005) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|---|
| 3 | 12/21/2005 | 18 | Motion to Borrow /Emergency Motion for (I) Interim Orders (A) Authorizing the Debtors to (1) Obtain Postpetition Secured Financing Pursuant to 11 U.S.C. Sections 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3) and 364(e), (2) Utilize Cash Collateral Pursuant to 11 U.S.C. Section 363, and (3) Provide Adequate Protection to Certain Prepetition Lenders Pursuant to 11 U.S.C. Sections 361, 362 and 363 and (B) Scheduling Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) and (c) and (II) Final Orders (A) Authorizing Debtors to (1) Obtain Postpetition Secured Financing Pursuant to 11 U.S.C. Sections 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3) and 364(e), (2) Utilize Cash Collateral Pursuant to 11 U.S.C. Section 363, (3) Provide Adequate Protection to Certain Prepetition Lenders Pursuant to 11 U.S.C. Sections 361, 362 and 363, (3) Assume the Geysers Agreement Pursuant to 11 U.S.C. Section 365(a) and Consummate the Transactions Contemplated Thereby Pursuant to Section 363(b) and (4) Assume the Agnews Lease Documents Pursuant to 11 U.S.C. Section 365(a) filed by Matthew Allen Cantor on behalf of Calpine Corporation. (Attachments: # 1 Exhibit A: Interim Order# 2 Exhibit B: Interim Cash Collateral Order# 3 Exhibit C: Revolving Credit, Term Loan and Guarantee Agreement# 4 Exhibit D# 5 Exhibit E# 6 Exhibit F: Declaration of Kenneth A. Buckfire) (Cantor, Matthew) (Entered: 12/21/2005) |
| 4 | 12/21/2005 | 38 | Interim Order signed on 12/21/2005 (I) Authorizing Debtors to Obtain Post-Petition Financing Pursuant to 11 U.S.C. Sections 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), And 364(e) And (II) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(B) and (C) (related document(s)18). with hearing to be held on 1/25/2006 at 10:00 AM at Courtroom 623 (BRL) (Saenz De Viteri, Monica) (Entered: 12/21/2005) |
| 5 | 01/26/2006 | 629 | Final Order signed on 1/25/2006 Authorizing Debtors to (I) Continue to Use Existing Cash Management System and Bank Accounts; (II) Continue Intercompany Transactions and Provide Administrative Priority Status to Postpetition Intercompany Claims; (III) Continue to Use Existing Checks and Business Forms and (IV) Continue to Use Existing Investment Practices (Related Doc # 11). (Saenz De Viteri, Monica) Modified on 1/26/2006 to Correct Text. (Tetzlaff, Deanna) (Entered: 01/26/2006) |
| 6 | 01/26/2006 | 635 | Final Order signed on 1/26/2006 Authorizing Debtors to Obtain Post-Petition Financing Pursuant to 11 U.S.C. Sections 105, |
| 7 | 02/22/2006 | 864 | Final Order signed on 2/22/2006 Authorizing Debtors to Obtain Post-Petition Financing Pursuant to 11 U.S.C. Sections 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), and 364(e)(related document(s)635, 717). (Saenz De Viteri, Monica) (Entered: 02/22/2006) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | Description |
|----------------------------|--------------------------|--------------------------|--|
| 8 | 02/23/2006 | 876 | Amended Final Order signed on 2/23/2006 Authorizing Use of Cash Collateral and Granting Adequate Protection (related document(s)864). (Saenz De Viteri, Monica) (Entered: 02/23/2006) |
| 9 | 02/24/2006 | 881 | Second Amended Order signed on 2/24/2006 Authorizing Use of Cash Collateral and Granting Adequate Protection (related document(s)38, 876, 18, 39, 635, 864). (Saenz De Viteri, Monica) (Entered: 02/24/2006) |
| 10 | 06/28/2006 | 2062 | Notice of Presentment of Stipulation And Order Relating To Certain Debt Claims filed by Matthew Allen Cantor on behalf of Calpine Corporation. with presentment to be held on 7/10/2006 at 12:00 PM at Courtroom 623 (BRL) (Cantor, Matthew) (Entered: 06/28/2006) |
| 11 | 07/12/2006 | 2193 | So Ordered Stipulation signed on 7/11/2006 Relating To Certain Debt Claims (related document(s)2062). (Saenz De Viteri, Monica) (Entered: 07/12/2006) |
| 12 | 07/27/2006 | 2352 | So Ordered Stipulation signed on 7/27/2006 Allowing (I) Wilmington Trust FSB, as Indenture Trustee, (II) HSBC Bank USA, National Association, as Successor Indenture Trustee, (III) Manufacturers Traders & Trust Company, as Successor Indenture Trustee, and (IV) Wilmington Trust Company, as Collateral Agent, to File a Master Proof of Claim Under One Case Number, On Behalf of Themselves and The Holders of Certain Calgen Notes. (Saenz De Viteri, Monica) (Entered: 07/27/2006) |
| 13 | 12/08/2006 | 3237 | Motion to Amend /Debtors' Motion to Modify Cash Collateral Order to Effect Project Intercompany Loan Transfers (related document(s)2215, 3079, 881, 2954, 1966) filed by Edward Sassower on behalf of Calpine Corporation. with hearing to be held on 12/20/2006 at 10:00 AM at Courtroom 623 (BRL) Responses due by 12/15/2006, (Sassower, Edward) (Entered: 12/08/2006) |
| 14 | 12/20/2006 | 3314 | Agreed Order signed on 12/20/2006 Modifying Cash Collateral Order to Effect Project Intercompany Loan Transfers (Related Doc # 3237). (Saenz De Viteri, Monica) (Entered: 12/20/2006) |
| 15 | 12/28/2006 | 3341 | Order signed on 12/28/2006 Modifying Cash Collateral Order to Pay Adequate Protection (related document(s)881). (Saenz De Viteri, Monica) (Entered: 12/28/2006) |
| 16 | 01/12/2007 | 3397 | Amended Order, signed 1/12/2007, Modifying Cash Collateral Order to Pay Adequate Protection (Related Doc # 18). (Gist, Marion) (Entered: 01/12/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|---|
| 17 | 01/16/2007 | 3406 | Statement /Notice Of Filing Of Calpine Corporation's January 2007 Report On Status Of Reorganization filed by Edward Sassower on behalf of Calpine Corporation. (Sassower, Edward) (Entered: 01/16/2007) |
| 18 | 01/18/2007 | 3423 | Amended Agreed Order, signed 1/17/2007, Modifying Cash Collateral Order to Effect Project Intercompany Loan Transfers (related document(s)3404, 3401). (Gist, Marion) (Entered: 01/18/2007) |
| 19 | 01/26/2007 | 3480 | Objection /Debtors' Seventh Omnibus Objection to Proofs of Claim (Equity Interest Claims, Beneficial Noteholder Claims, Insufficient Support Claims, Amended/Replaced Claims, Duplicative Claims and CalGen No Basis Claims) filed by Edward Sassower on behalf of Calpine Corporation. with hearing to be held on 2/27/2007 at 10:00 AM at Courtroom 623 (BRL) Objections due by 2/22/2007, (Attachments: # 1 Exhibit A# 2 Exhibit B# 3 Exhibit B-1# 4 Exhibit C# 5 Exhibit D# 6 Exhibit E# 7 Exhibit F# 8 Exhibit G# 9 Exhibit H) (Sassower, Edward) (Entered: 01/26/2007) |
| 20 | 01/26/2007 | | Motion for Objection to Claim(s) <i>This Administrative Entry Was Entered to Reflect The Accurate Docket Event Code, Re: Document No.: 3481</i> filed by Clerk's Office of the U.S. Bankruptcy Court. (Suarez, Aurea) (Entered: 03/12/2007) |
| 21 | 01/26/2007 | | Motion to Borrow (<i>This Administrative Entry Was Entered to Reflect The Accurate Docket Event Code. In Re: Document 3481</i>) filed by Clerk of Court, United States Bankruptcy Court, SDNY. (Suarez, Aurea) (Entered: 03/12/2007) |
| 22 | 01/26/2007 | 3481 | Motion to Borrow /Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims filed by Edward Sassower on behalf of Calpine Corporation. with hearing to be held on 2/27/2007 at 10:00 AM at Courtroom 623 (BRL) Responses due by 2/16/2007, (Attachments: # 1 Exhibit A: Proposed Financing Order# 2 Exhibit B: Proposed Order Granting Limited Objection to Claims# 3 Exhibit C: Affidavit of Samuel M. Greene# 4 Exhibit D: Indenture Excerpts# 5 Exhibit E: Revolving Credit, Term Loan and Guarantee Agreement# 6 Exhibit F: Commitment Letter# 7 Exhibit G: CalGen Secured Debt Summary# 8 Exhibit H: CalGen Claims) (Sassower, Edward) (Entered: 01/26/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|--|
| 23 | 01/29/2007 | 3492 | Motion to File Under Seal /Debtors' Ex Parte Motion for Entry of an Order Authorizing Debtors to (I) File Under Seal Exhibit to Refinancing Motion, and (II) Limit Notice Thereof (related document(s) 3481) filed by Edward Sassower on behalf of Calpine Corporation. (Sassower, Edward) (Entered: 01/29/2007) |
| 24 | 01/29/2007 | 3494 | Ex Parte Order signed on 1/29/2007 Authorizing Debtors to (I) File Under Seal the Exhibit to Refinancing Motion and (II) Limit Notice Thereof (Related Doc # 3492). (Saenz De Viteri, Monica) (Entered: 01/29/2007) |
| 25 | 02/13/2007 | 3657 | So Ordered Stipulation signed on 2/13/2007 by and Among Calpine Generating Company, LLC, Morgan Stanley Senior Funding, Inc. and Wilmington Trust Company Authorizing the Substitution of Administrative Agent. (Saenz De Viteri, Monica) (Entered: 02/13/2007) |
| 26 | 02/13/2007 | 3658 | So Ordered Stipulation signed on 2/13/2007 by and Among Calpine Generating Company, LLC, Morgan Stanley Senior Funding, Inc. and the Bank of New York Authorizing the Substitution of Administrative Agent. (Saenz De Viteri, Monica) (Entered: 02/13/2007) |
| 27 | 02/9/2007 | 3668 | Document (UNDER SEAL) Re: Exit Loan Facility Fee Letter (related document(s)3494, 3481). (Gist, Marion) (Entered: 02/14/2007) |
| 28 | 02/16/2007 | 3689 | Objection to Motion <i>Objection of Beal Bank Nevada to Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims</i> (related document(s) 3481) filed by N. Theodore Zink Jr. on behalf of Beal Bank Nevada. with hearing to be held on 2/27/2007 at 10:00 AM at Courtroom 623 (BRL) Objections due by 2/16/2007, (Zink, N.) (Entered: 02/16/2007) |
| 29 | 02/16/2007 | 3690 | Objection to Motion <i>Objection of Wilmington Trust Company as Collateral Agent to the Debtors' Motion for Order (I) AAuthorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay the Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims</i> (related document(s) 3481) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company. (Attachments: # 1 Exhibit A & B) (Desiderio, Christopher) (Entered: 02/16/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|--|
| 30 | 02/16/2007 | 3691 | Objection to Motion <i>Objection of Wilmington Trust Company as Administrative Agent to the Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay the Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims</i> (related document(s) 3481) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company. (Attachments: # 1 Exhibit A# 2 Exhibit B# 3 Exhibit C# 4 Exhibit D) (Desiderio, Christopher) (Entered: 02/16/2007) |
| 31 | 02/16/2007 | 3692 | Objection to Motion <i>Objection of Wilmington Trust FSB as Indenture Trustee to the Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay the Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims</i> (related document(s) 3481) filed by Christopher M. Desiderio on behalf of Wilmington Trust FSB. (Attachments: # 1 Exhibit A# 2 Exhibit B# 3 Exhibit C# 4 Exhibit D# 5 Exhibit E# 6 Exhibit F# 7 Exhibit G) (Desiderio, Christopher) (Entered: 02/16/2007) |
| 32 | 02/16/2007 | 3693 | Notice of Hearing on <i>Cross-Motion of HSBC Bank USA, National Association, as Indenture Trustee, for Allowance of Indenture Trustee Claim</i> filed by Mark R. Somerstein on behalf of Ropes & Gray LLP. (Somerstein, Mark) (Entered: 02/16/2007) |
| 33 | 02/16/2007 | 3694 | Response of <i>HSBC Bank USA, National Association, as Indenture Trustee, (A) In Opposition to Debtors' Motion for Approval of Refinancing, (B) In Opposition to Debtors' Limited Objection to Indenture Trustee's Claim on behalf of Second Lien Noteholders, and (C) in Support of Indenture Trustee's Cross-Motion for Allowance of Claims</i> filed by Mark R. Somerstein on behalf of Ropes & Gray LLP. (Somerstein, Mark) (Entered: 02/16/2007) |
| 34 | 02/16/2007 | 3695 | Affidavit of <i>Jason J. Jack in Support of Response of HSBC Bank USA, National Association, as Indenture Trustee, (A) In Opposition to Debtors' Motion for Approval of Refinancing, (B) In Opposition to Debtors' Limited Objection to Indenture Trustee's Claim on behalf of Second Lien Noteholders, and (C) In Support of Indenture Trustee's Cross-Motion for Allowance of Claims</i> filed by Mark R. Somerstein on behalf of Ropes & Gray LLP. (Somerstein, Mark) (Entered: 02/16/2007) |
| 35 | 02/16/2007 | 3696 | Notice of Hearing on <i>Cross-Motion of the Bank of New York, as Administrative Agent, for Allowance of Administrative Agent's Claim</i> filed by Mark R. Somerstein on behalf of Ropes & Gray LLP. (Somerstein, Mark) (Entered: 02/16/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|--|
| 36 | 02/16/2007 | 3698 | Response of the Bank of New York, as Administrative Agent, (A) In Opposition to Debtors' Motion for Approval of Refinancing, (B) In Opposition to Debtors' Limited Objection to Administrative Agent's Claim on behalf of Second Lien Lenders, and (C) In Support of Administrative Agent's Cross-Motion for Allowance of Claims filed by Mark R. Somerstein on behalf of Ropes & Gray LLP. (Somerstein, Mark) (Entered: 02/16/2007) |
| 37 | 02/16/2007 | 3699 | Objection to Motion <i>Limited Objection of The Bank of Nova Scotia to Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims</i> (related document(s) 3481) filed by Richard Gary Mason on behalf of The Bank of Nova Scotia, as Administrative Agent. with hearing to be held on 2/27/2007 (check with court for location) Objections due by 2/16/2007, (Attachments: # 1 Exhibit # 2 Exhibit) (Mason, Richard) (Entered: 02/16/2007) |
| 38 | 02/16/2007 | 3700 | Statement <i>Qualified Statement of the Official Committee of Unsecured Creditors of Calpine Corporation, et al. in Support of the Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims</i> (related document(s) 3481) filed by Michael Scott Stamer on behalf of Official Committee Of Unsecured Creditors. (Stamer, Michael) (Entered: 02/16/2007) |
| 39 | 02/16/2007 | 3701 | Statement of the Official Committee of Equity Security Holders in Support of the Debtors' Motion for Order (I) Authorizing the Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims (related document(s) 3481) filed by Gary Kaplan on behalf of Official Committee of Equity Security Holders of Calpine Corporation, et al.. with hearing to be held on 2/27/2007 at 10:00 AM at Courtroom 623 (BRL) (Kaplan, Gary) (Entered: 02/16/2007) |
| 40 | 02/16/2007 | 3707 | Objection of Unofficial Committee of Second Lien Debtholders to Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims (related document(s) 3481) filed by Alan W. Kornberg on behalf of Unofficial Committee of Second Lien Debtholders of Calpine Corporation. with hearing to be held on 2/27/2007 at 10:00 AM at Courtroom 623 (BRL) Objections due by 2/16/2007, (Kornberg, Alan) (Entered: 02/16/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|---|
| 41 | 02/16/2007 | 3709 | Motion to File Under Seal / <i>Ex Parte Motion of Manufacturers & Traders Trust Company Pursuant to 11 U.S.C. Section 107(b) and Bankruptcy Rule 9018 for Authorization to File a Redacted Version of the Affidavit of Christopher J. Kearns in Support of Manufacturers & Traders Trust Company's (A) Objection to Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (i) Refinance Existing Postpetition Financing and (ii) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims and (B) Response to Debtors' Seventh Omnibus Objection to Proofs Of Claim</i> filed by George A. Davis on behalf of Manufacturers & Traders Trust Company. (Davis, George) (Entered: 02/16/2007) |
| 42 | 02/16/2007 | 3710 | Motion to File Under Seal / <i>Motion of Unofficial Committee of Second Lien Debtholders to file Under Seal Portions of Objection of Unofficial Committee of Second Lien Debtholders to Debtors' Motion for Order (i) Authorizing Debtors to Obtain Replacement Postpetition Financing to (a) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (ii) Allowing Debtors' Limited Objection to Claims; and (iii) Determining Value of Secured Claims</i> (related document(s) 3707) filed by Alan W. Kornberg on behalf of Unofficial Committee of Second Lien Debtholders of Calpine Corporation. (Kornberg, Alan) (Entered: 02/16/2007) |
| 43 | 02/16/2007 | 3711 | Objection / <i>Manufacturers & Traders Trust Company's (a) Objection to Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (i) Refinance Existing Postpetition Financing and (ii) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims and (B) Response to Debtors' Seventh Omnibus Objection to Proofs of Claim</i> (related document(s) 3480, 3481) filed by George A. Davis on behalf of Manufacturers & Traders Trust Company. (Davis, George) (Entered: 02/16/2007) |
| 44 | 02/16/2007 | 3713 | Memorandum of Law of <i>Manufacturers & Traders Trust Company in Support of (A) Objection to Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (i) Refinance Existing Postpetition Financing and (ii) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims and (B) Response to Debtors' Seventh Omnibus Objection to Proofs of Claim</i> (related document(s) 3711, 3480, 3481) filed by George A. Davis on behalf of Manufacturers & Traders Trust Company. (Davis, George) (Entered: 02/16/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|---|
| 45 | 02/20/2007 | 3725 | Order signed on 2/20/2007 Granting Exparte Motion of Unofficial Committee of Second Lien Debtholders to file Under Seal Portions of Objection of Unofficial Committee of Second Lien Debtholders to Debtors' Motion for Order (i) Authorizing Debtors to Obtain Replacement Postpetition Financing to (a) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (ii) Allowing Debtors' Limited Objection to Claims; and (iii) Determining Value of Secured Claims (Related Doc # 3710). (Saenz De Viteri, Monica) (Entered: 02/20/2007) |
| 46 | 02/20/2007 | 3735 | Statement /Joinder of The Bank of New York, as Administrative Agent, in Objection of the Unofficial Committee of Second Lien Debtholders to Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims (related document(s) 3707, 3481) filed by Pedro A. Jimenez on behalf of The Bank of New York, as Administrative Agent under the Calpine Second Lien Term Loans. with hearing to be held on 2/27/2007 at 10:00 AM at Courtroom 623 (BRL) Objections due by 2/20/2007, (Jimenez, Pedro) (Entered: 02/20/2007) |
| 47 | 02/20/2007 | 3911 | Objection /Notice of Debtors' Seventh Omnibus Objection of Proofs of Claim (Equity Interest Claims, Beneficial Noteholder Claims, Insufficient Support Claims, Amended/Replaced Claims, Duplicative Claims, and Calgen No Basis Claims); filed by Kirkland & Ellis LLP on behalf of Calpine Corporation. (Gist, Marion) (Entered: 03/07/2007) |
| 48 | 02/21/2007 | 3744 | Order signed on 2/21/2007 Authorizing Manufacturers & Traders Trust Company to File a Redacted Version of the Affidavit of Christopher J. Kearns in Support of Manufacturers & Traders Trust Company's (A) Objection to Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (i) Refinance Existing Postpetition Financing and (ii) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims and (B) Response to Debtors' Seventh Omnibus Objection to Proofs of Claim (Related Doc # 3709). (Saenz De Viteri, Monica) (Entered: 02/21/2007) |
| 49 | 02/22/2007 | 3747 | Affidavit /Amended Affidavit of Christopher J. Kearns in Support of (A) Objection of Manufacturers & Traders Trust Company to Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (i) Refinance Existing Postpetition Financing and (ii) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection To Claims; and (III) Determining Value of Secured Claims and (B) Response to Debtors' Seventh Omnibus Objection to Proofs of Claim (related document(s) 3711, 3480, 3481) filed by George A. Davis on behalf of Manufacturers & Traders Trust Company. (Davis, George) (Entered: 02/22/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|---|
| 50 | 02/22/2007 | 3749 | Affidavit Of Jason J. Jack In Support Of Response Of The Bank Of New York, As Administrative Agent, (A) In Opposition To Debtors' Motion For Approval Of Refinancing, (B) In Opposition To Debtors' Limited Objection To Administrative Agent's Claim On Behalf Of Second Lien Lenders, And (C) In Support Of Administrative Agent's Cross-Motion For Allowance Of Claims (related document(s) 3698) filed by Mark R. Somerstein on behalf of Bank Of New York. (Attachments: # 1 Exhibit A# 2 Exhibit B)(Somerstein, Mark) (Entered: 02/22/2007) |
| 51 | 02/22/2007 | 3750 | Affidavit - Supplemental Affidavit Of Jason J. Jack In Support Of Response Of HSBC Bank USA, National Association, As Indenture Trustee, (A) In Opposition To Debtors' Motion For Approval Of Refinancing, (B) In Opposition To Debtors' Limited Objection To Indenture Trustee's Claim On Behalf Of Second Lien Noteholders, And (C) In Support Of (related document(s) 3694, 3695) filed by Mark R. Somerstein on behalf of HSBC Bank USA, N.A., as Indenture Trustee. (Attachments: # (1) Exhibit A# 2 Exhibit B)(Somerstein, Mark) (Entered: 02/22/2007) |
| 52 | 02/22/2007 | 3752 | Statement /Debtors' Supplemental Memorandum in Further Support of Debtors' Motion for Order Amending Retention Order of Miller Buckfire & Co., LLC to Include Additional Necessary Financial Advisory and Investment Banking Services (related document(s) 3437) filed by Edward Sassower on behalf of Calpine Corporation. with hearing to be held on 3/7/2007 (check with court for location) (Attachments: # 1 Exhibit A: Proposed Second Amended Final Order# 2 Exhibit B: Blackline) (Sassower, Edward) (Entered: 02/22/2007) |
| 53 | 02/23/2007 | 3753 | Motion to File Under Seal <i>EX PARTE MOTION OF (I) WILMINGTON TRUST COMPANY AS COLLATERAL AGENT; (II) WILMINGTON TRUST COMPANY AS ADMINISTRATIVE AGENT; AND, (III) WILMINGTON TRUST FSB AS INDENTURE TRUSTEE PURSUANT TO 11 U.S.C. ? 107(B) AND BANKRUPTCY RULE 9018 FOR AUTHORIZATION TO FILE UNDER SEAL THE AFFIDAVITS OF ANDERS MAXWELL AND STEPHEN DARR IN SUPPORT OF (I) WILMINGTON TRUST COMPANY AS COLLATERAL AGENT; (II) WILMINGTON TRUST COMPANY AS ADMINISTRATIVE AGENT; AND, (III) WILMINGTON TRUST FSB AS INDENTURE TRUSTEE'S INDIVIDUAL OBJECTIONS TO THE DEBTORS' MOTION FOR ORDER (I) AUTHORIZING DEBTORS TO OBTAIN REPLACEMENT POSTPETITION FINANCING TO (I) REFINANCE EXISTING POSTPETITION FINANCING AND (Ii) REPAY PREPETITION DEBTOR; (II) ALLOWING DEBTORS' LIMITED OBJECTION TO CLAIMS; AND (III) DETERMINING VALUE OF SECURED CLAIMS</i> (related document(s) 3692, 3691, 3690) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company, Wilmington Trust FSB. (Attachments: # 1 Exhibit A# 2 Exhibit B# 3 Proposed Order) (Desiderio, Christopher) (Entered: 02/23/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|---|
| 54 | 02/23/2007 | 3763 | Response /Debtors' Consolidated Reply to Objections to Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims (related document(s) 3701, 3749, 3707, 3692, 3694, 3691, 3695, 3711, 3747, 3735, 3700, 3699, 3713, 3698, 3689, 3690, 3481, 3750) filed by Edward Sassower on behalf of Calpine Corporation. (Attachments: # 1 Exhibit A# 2 Exhibit B) (Sassower, Edward) (Entered: 02/23/2007) |
| 55 | 02/23/2007 | 3765 | Response Omnibus Reply to Objections to the Debtors' Refinancing Motion (related document(s) 3701, 3749, 3707, 3692, 3694, 3691, 3695, 3711, 3747, 3735, 3700, 3699, 3763, 3713, 3698, 3689, 3690, 3481, 3750) filed by Michael Scott Stamer on behalf of Official Committee Of Unsecured Creditors. (Stamer, Michael) (Entered: 02/23/2007) |
| 56 | 02/26/2007 | 3771 | Emergency Motion for Adjournment /Emergency Motion of Manufacturers & Traders Trust Company to Adjourn Hearing to Consider Debtors' (A) Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (i) Refinance Existing Postpetition Financing and (ii) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; (III) Determining Value of Secured Claims and (B) Seventh Omnibus Objection to Proofs of Claim filed by George A. Davis on behalf of Manufacturers & Traders Trust Company. (Davis, George) (Entered: 02/26/2007) |
| 57 | 02/26/2007 | 3773 | Notice of Hearing /Notice of Agenda of Matters Scheduled for Hearing on February 27, 2007 at 10:00 A.M. (ET) filed by Edward Sassower on behalf of Calpine Corporation. with hearing to be held on 2/27/2007 at 10:00 AM at Courtroom 623 (BRL) (Sassower, Edward) (Entered: 02/26/2007) |
| 58 | 02/26/2007 | 3774 | Statement JOINDER OF WILMINGTON TRUST COMPANY AS ADMINISTRATIVE AGENT AND WILMINGTON TRUST FSB AS INDENTURE TRUSTEE TO EMERGENCY MOTION OF MANUFACTURERS & TRADERS TRUST COMPANY TO ADJOURN HEARING [DKT NO. 3771] (related document(s) 3771) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company, Wilmington Trust FSB. (Desiderio, Christopher) (Entered: 02/26/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|--|
| 59 | 02/26/2007 | 3775 | Motion to Join Joinder of HSBC Bank USA, National Association, as Indenture Trustee, and The Bank of New York, as Administrative Agent, to Emergency Motion of Manufacturers & Traders Company to Adjourn Hearing to Consider Debtors' (A) Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (1) Refinance Existing Postpetition Financing and (2) Repay Prepetition Debt; and (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims and (B) Seventh Omnibus Objection to Proofs of Claim filed by Mark R. Somerstein on behalf of Ropes & Gray LLP. (Somerstein, Mark) (Entered: 02/26/2007) |
| 60 | 02/26/2007 | 3777 | Motion to File Under Seal the Emergency Motion of Emergency Motion of Wilmington Trust Company as Administrative Agent and Wilmington Trust FSB as Indenture Trustee filed by Christopher M. Desiderio on behalf of Wilmington Trust Company, Wilmington Trust FSB. (Attachments: # 1 Exhibit A# 2 Emergency Motion of Wilmington Trust Company as Administrative Agent and Wilmington Trust FSB as Indenture Trustee Filed Under Seal# 3 Proposed Order) (Desiderio, Christopher) (Entered: 02/26/2007) |
| 61 | 02/26/2007 | 3785 | Amended Notice of Hearing /Notice of Amended Agenda of Matters Scheduled for Hearing on February 27, 2007 at 10:00 A.M. (ET) (related document(s) 3773) filed by Edward Sassower on behalf of Calpine Corporation. with hearing to be held on 2/27/2007 at 10:00 AM at Courtroom 623 (BRL) (Sassower, Edward) (Entered: 02/26/2007) |
| 62 | 02/26/2007 | 3786 | Response - Surreply of HSBC Bank USA, National Association, as Indenture Trustee and The Bank of New York, as Administrative Agent, (A) In Opposition to Debtors' Motion for Approval of Refinancing, (B) In Opposition to Debtors' Limited Objection to Indenture Trustee's and Administrative Agent's Claims on Behalf of Second Lien Noteholders and Second Lien Lenders, and (C) In Support of Indenture Trustee's and Administrative Agent's Cross-Motion for Allowance of Claims (related document(s) 3481) filed by Mark R. Somerstein on behalf of HSBC Bank USA, National Association, as Indenture Trustee and The Bank of New York, as Administrative Agent. (Attachments: # 1 Affidavit of Jason J. Jack in Support of Surreply# 2 Declaration of David S. Elkind in Support of Surreply# 3 Exhibit A to Elkind Declaration# 4 Exhibit B to Elkind Declaration# 5 Exhibit C to Elkind Declaration# 6 Exhibit D to Elkind Declaration# 7 Exhibit E to Elkind Declaration# 8 Exhibit F to Elkind Declaration) (Somerstein, Mark) (Entered: 02/26/2007) |
| 63 | | 3786 | Exhibit A, a true and correct copy of Indenture dated as of March 23, 2004, by and among Calpine Generating Company, LLC and CalGen Finance Corp., as Issuers, each of the guarantors listed therein, and Wilmington Trust FSB, as Indenture Trustee. |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|--|
| 64 | | 3786 | Exhibit B, a true and correct copy of Credit and Guarantee Agreement, dated as of March 23, 2004, among Calpine Generating Company, LLC, as Borrower, The Guarantors party hereto from time to time, the Lenders party hereto from time to time, and Morgan Stanley Senior Funding, Inc., as Administrative Agent. |
| 65 | | 3786 | Exhibit C, a true and correct copy of Collateral Trust and Intercreditor Agreement, dated as of March 23, 2004, among Calpine CalGen Holdings, Inc., Calpine Generating Company, LLC, the Guarantors party thereto from time to time, Wilmington Trust FSB, as Indenture Trustee, Morgan Stanley Senior Funding, Inc. as Term Loan Administrative Agent under the Term Loan Agreements, the Bank of Nova Scotia as Revolving Loan Administrative Agent under the Revolving Loan Agreements, and Wilmington Trust Company, as Collateral Agent. |
| 66 | | 3786 | Exhibit D, a true and correct copy of Calpine Generating Company, LLC Form 10-Q Filed February 1, 2007 For Period Ending September 30, 2006. |
| 67 | | 3786 | Exhibit E, a true and correct copy of Transcript of Videotaped Confidential Deposition of Debtors by Samuel Green, taken February 23, 2007 at 9:20 am (filed under seal). |
| 68 | | 3786 | Exhibit F, a true and correct copy of The Debtors' Response to Notice of Videotaped 30(b)(6) Deposition of Calpine Corporation, et al., dated February 20, 2007 (filed under seal). |
| 69 | 02/27/2007 | 3788 | Stipulation <i>Regarding Objection of Second Lien Committee</i> (related document(s) 3707, 3481) filed by Edward Sassower on behalf of Calpine Corporation. (Sassower, Edward) (Entered: 02/27/2007) |
| 70 | 02/27/2007 | 3789 | Notice of Proposed Order / <i>Notice of Filing of Blackline Version of Order (I) Granting Debtors Limited Objection to Claim Numbers 2664, 3275, 3393 through 3421 (Inclusive), 3546 through 3554 (Inclusive), 3586 through 3588 (Inclusive), 3731, 4073, 5653 through 5730 (Inclusive), 5791, and 5792; (II) Determining the Value of the CalGen Secured Debt Pursuant to Rule 3012 of the Federal Rules of Bankruptcy Procedure; and (III) Authorizing Repayment of CalGen Secured Debt</i> (related document(s) 3481) filed by Edward Sassower on behalf of Calpine Corporation. with hearing to be held on 2/27/2007 at 10:00 AM at Courtroom 623 (BRL) (Sassower, Edward) (Entered: 02/27/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|--|
| 71 | 02/27/2007 | 3790 | Notice of Proposed Order / <i>Notice of Filing of Redline Version of Order Authorizing Debtors to Obtain Post-Petition Financing Pursuant to 11 U.S.C. Sec. 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d) and 364(e)</i> (related document(s) 3481) filed by Edward Sassower on behalf of Calpine Corporation. with hearing to be held on 2/27/2007 at 10:00 AM at Location to be announced (Sassower, Edward) (Entered: 02/27/2007) |
| 72 | 02/27/2007 | 3791 | Matrix / <i>Notice of Filing of Redline Version of Debtor-in-Possession Credit Agreement</i> filed by Edward Sassower on behalf of Calpine Corporation. (Sassower, Edward) (Entered: 02/27/2007) |
| 73 | 02/27/2007 | 3792 | Response / <i>Manufacturers & Traders Trust Company's Sur-Reply to the Debtors' Consolidated Reply to (A) Objections to Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (i) Refinance Existing Postpetition Financing and (ii) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims and (B) Response to Debtors' Seventh Omnibus Objection to Proofs of Claim</i> filed by George A. Davis on behalf of Manufacturers & Traders Trust Company. (Davis, George) (Entered: 02/27/2007) |
| 74 | 02/27/2007 | 3793 | Sur-Reply to Motion <i>CONSOLIDATED REPLY TO OBJECTIONS TO DEBTORS' MOTION FOR ORDER (I) AUTHORIZING DEBTORS TO OBTAIN REPLACEMENT POSTPETITION FINANCING TO (A) REFINANCE EXISTING POSTPETITION FINANCING AND (B) REPAY THE PREPETITION DEBT; (II) ALLOWING DEBTORS LIMITED OBJECTIONS TO CLAIMS; AND (III) DETERMINING VALUE OF SECURED CLAIMS</i> (related document(s) 3481) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company, Wilmington Trust FSB. (Desiderio, Christopher) (Entered: 02/27/2007) |
| 75 | 02/27/2007 | 3817 | Document (UNDER SEAL) Surreply of HSBC Bank USA, National Association (related document(s) 3494, 3786). (Gist, Marion) (Entered: 02/28/2007) |
| 76 | 02/27/2007 | 3819 | Document (UNDER SEAL) Declaration of David S. Elkin in Support of Surreply on Behalf of HSBC Bank USA, National Association (related document(s) 3494, 3786). (Gist, Marion) (Entered: 02/28/2007) |
| 77 | | 3819 | Exhibit A, a true and correct copy of Indenture dated as of March 23, 2004, by and among Calpine Generating Company, LLC and CalGen Finance Corp., as Issuers, each of the guarantors listed therein, and Wilmington Trust FSB, as Indenture Trustee. |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | Description |
|----------------------------|--------------------------|--------------------------|--|
| 78 | | 3819 | Exhibit B, a true and correct copy of Credit and Guarantee Agreement, dated as of March 23, 2004, among Calpine Generating Company, LLC, as Borrower, The Guarantors party hereto from time to time, the Lenders party hereto from time to time, and Morgan Stanley Senior Funding, Inc., as Administrative Agent. |
| 79 | | 3819 | Exhibit C, a true and correct copy of Collateral Trust and Intercreditor Agreement, dated as of March 23, 2004, among Calpine CalGen Holdings, Inc., Calpine Generating Company, LLC, the Guarantors party thereto from time to time, Wilmington Trust FSB, as Indenture Trustee, Morgan Stanley Senior Funding, Inc. as Term Loan Administrative Agent under the Term Loan Agreements, the Bank of Nova Scotia as Revolving Loan Administrative Agent under the Revolving Loan Agreements, and Wilmington Trust Company, as Collateral Agent. |
| 80 | | 3819 | Exhibit D, a true and correct copy of Calpine Generating Company, LLC Form 10-Q Filed February 1, 2007 For Period Ending September 30, 2006. |
| 81 | | 3819 | Exhibit E, a true and correct copy of Transcript of Videotaped Confidential Deposition of Debtors by Samuel Green, taken February 23, 2007 at 9:20 am (filed under seal). |
| 82 | | 3819 | Exhibit F, a true and correct copy of The Debtors' Response to Notice of Videotaped 30(b)(6) Deposition of Calpine Corporation, et al., dated February 20, 2007 (filed under seal). |
| 83 | 03/05/2007 | 3875 | Written Opinion/Memorandum Decision and Order signed on 3/5/2007 Granting, In Part, Debtors' Motion For An Order (i) Authorizing Debtors To Obtain Replacement Postpetition Financing To (A) Refinance Existing Postpetition Financing And (B) Repay Prepetition Debt; (ii) Allowing Debtors' Limited Objection To Claims; And (iii) Determining Value Of Secured Claims (related document(s)3481). (Saenz De Viteri, Monica) (Entered: 03/05/2007) |
| 84 | 03/05/2007 | 3883 | Transcript of Hearing Held on 2/27/07 Pursuant to Kirkland and Ellis, LLP Notice of Agenda Matters Scheduled for Hearing filed by Veritext, LLC. (Richards, Beverly) (Entered: 03/06/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|--|
| 85 | 03/07/2007 | 3912 | Order signed on 3/7/2007 Granting The Ex Parte Motion Of (i) Wilmington Trust Company As Administrative Agent; And, (ii) Wilmington Trust FSB As Indenture Trustee Pursuant To 11 U.S.C. Section 107(b) And Bankruptcy Rule 9018 For Authorization To File Under Seal The Emergency Motion Of Wilmington Trust Company As Administrative Agent And Wilmington Trust FSB As Indenture Trustee To Compel Production Or, In The Alternative, To Preclude Entry Of Evidence And For A Continuance Of The Hearing Scheduled For February 26, 2007 (Related Doc # 3777). (Saenz De Viteri, Monica) (Entered: 03/07/2007) |
| 86 | 03/07/2007 | 3913 | Order signed on 3/7/2007 Granting The Ex Parte Motion Of (I) Wilmington Trust Company As Collateral Agent; (II) Wilmington Trust Company As Administrative Agent; And, (III) Wilmington Trust FSB As Indenture Trustee Pursuant To 11 U.S.C. Section 107(b) And Bankruptcy Rule 9018 For Authorization To File Under Seal The Affidavits Of Anders Maxwell And Stephen Darr In Support Of (I) Wilmington Trust Company As Collateral Agent; (II) Wilmington Trust Company As Administrative Agent; And, (III) Wilmington Trust FSB As Indenture Trustee's Individual Objections To The Debtors? Motion For Order (I) Authorizing Debtors To Obtain Replacement Postpetition Financing To (i) Refinance Existing Postpetition Financing And (ii) Repay Prepetition Debtor; (Ii) Allowing Debtors? Limited Objection To Claims; And (iii) Determining Value Of Secured Claims(Related Doc # 3753). (Saenz De Viteri, Monica) (Entered: 03/07/2007) |
| 87 | 03/12/2007 | 3967 | Document (UNDER SEAL) re The Ex Parte Motion of Wilmington Trust Company ... to Compel Production or to Preclude Entry of Evidence and for a continuance of the hearing scheduled for February, 2007; the Affidavits of Anders Maxwell and Stephen Darr in Support of Wilmington Trust Company, Individual Objections to Debtors? Motion for Order: (1) Authorizing Debtors to Obtain Replacement Postpetition Financing to (i) Refinance Existing Postpetition Financing and (ii) Repay Prepetition Debtor; (2) Allowing Debtors? Limited Objection to Claims; and (iii) Determining Value of Secured Claims (related document(s) 3913, 3912). (Gist, Marion) (Entered: 03/12/2007) |
| 88 | 03/12/2007 | 3970 | Order Signed 3/12/2007 Granting Debtors' Limited Objection To Claim Numbers 2664, 3275, 3393 Through 3421 (Inclusive), 3546 Through 3554 (Inclusive), 3586 Through 3588 (Inclusive), 3731, 4073, 5653 Through 5730 (Inclusive), 5791, and 5792; (II) Determining The Value of the Calgen Secured Debt Pursuant to Rule 3012 of the Federal Rules of Bankruptcy Procedure; and (III) Authorizing Repayment of Calgen Secured Debt (Related Doc # 3481). (Suarez, Aurea) (Entered: 03/12/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|--|
| 89 | 03/12/2007 | 3972 | Order Signed 3/12/2007 Authorizing Debtors to Obtain Post-Petition Financing Pursuant To 11 U.S.C. Sections 105,361, 362, 364(c)(1), 362(c)(2), 364 (c)(3), 364 (d) and 364(e) (Related Doc # 3481). (Suarez, Aurea) (Entered: 03/12/2007) |
| 90 | 03/14/2007 | 4001 | Notice of Appeal (related document(s) 3875) filed by Mark R. Somerstein on behalf of HSBC Bank USA, N.A., as Indenture Trustee. (Somerstein, Mark) (Entered: 03/14/2007) |
| 91 | 03/14/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4163288. Fee amount 255.00. (U.S. Treasury) (Entered: 03/14/2007) |
| 92 | 03/14/2007 | 4002 | Notice of Appeal (related document(s) 3875) filed by Mark R. Somerstein on behalf of The Bank of New York, as Administrative Agent for the Holders of the Second Priority Secured Term Loans. (Somerstein, Mark) (Entered: 03/14/2007) |
| 93 | 03/14/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4163490. Fee amount 255.00. (U.S. Treasury) (Entered: 03/14/2007) |
| 94 | 03/14/2007 | 4004 | Notice of Appeal (related document(s) 3970) filed by Mark R. Somerstein on behalf of The Bank of New York, as Administrative Agent under the Calpine Second Lien Term Loans. (Somerstein, Mark) (Entered: 03/14/2007) |
| 95 | 03/14/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4163617. Fee amount 255.00. (U.S. Treasury) (Entered: 03/14/2007) |
| 96 | 03/14/2007 | 4005 | Notice of Appeal (related document(s) 3970) filed by Mark R. Somerstein on behalf of HSBC Bank USA, N.A., as Indenture Trustee. (Somerstein, Mark) (Entered: 03/14/2007) |
| 97 | 03/14/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4163717. Fee amount 255.00. (U.S. Treasury) (Entered: 03/14/2007) |
| 98 | 03/14/2007 | 4006 | Notice of Appeal <i>Of Order (I) Granting Debtors' Limited Objection To Claim Numbers 2664, 3275, 3393 Through 3421 (Inclusive), 3546 Through 3554 (Inclusive), 3586 Through 3588 (Inclusive), 3731, 4073, 5653 Through 5730 (Inclusive), 5791, and 5792, (II) Determining Value of the Calgen Secured Debt Pursuant to Rule 3012 Of The Federal Rules Of Bankruptcy Procedure; and (III) Authorizing Repayment Of Calgen Secured Debt, Dated March 12, 2007 [Docket No. 3970]</i> (related document(s) 3970) filed by Martin J. Bienenstock on behalf of Manufacturers & Traders Trust Company. (Bienenstock, Martin) (Entered: 03/14/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|--|
| 99 | 03/14/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4163775. Fee amount 255.00. (U.S. Treasury) (Entered: 03/14/2007) |
| 100 | 03/14/2007 | 4007 | Notice of Appeal <i>Of Memorandum Decision and Order Granting, In Part, Debtors' Motion For An Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection To Claims and (III) Determining Value Of Secured Claims, Dated March 5, 2007 [Docket No. 3875]</i> (related document(s) 3875) filed by Martin J. Bienenstock on behalf of Manufacturers & Traders Trust Company. (Bienenstock, Martin) (Entered: 03/14/2007) |
| 101 | 03/14/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4164055. Fee amount 255.00. (U.S. Treasury) (Entered: 03/14/2007) |
| 102 | 03/14/2007 | 4011 | Notice of Appeal <i>of Wilmington Trust Company as Administrative Agent</i> (related document(s) 3970) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company. (Desiderio, Christopher) (Entered: 03/14/2007) |
| 103 | 03/14/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4164372. Fee amount 255.00. (U.S. Treasury) (Entered: 03/14/2007) |
| 104 | 03/14/2007 | 4012 | Notice of Appeal <i>of Wilmington Trust Company as Administrative Agent</i> (related document(s) 3972) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company. (Desiderio, Christopher) (Entered: 03/14/2007) |
| 105 | 03/14/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4164377. Fee amount 255.00. (U.S. Treasury) (Entered: 03/14/2007) |
| 106 | 03/14/2007 | 4013 | Notice of Appeal <i>of Wilmington Trust Company as Administrative Agent</i> (related document(s) 3875) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company. (Desiderio, Christopher) (Entered: 03/14/2007) |
| 107 | 03/14/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4164380. Fee amount 255.00. (U.S. Treasury) (Entered: 03/14/2007) |
| 108 | 03/14/2007 | 4014 | Notice of Appeal <i>of Wilmington Trust Company as Collateral Agent</i> (related document(s) 3970) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company. (Desiderio, Christopher) (Entered: 03/14/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|--|
| 109 | 03/14/2007 | 4015 | Notice of Appeal of <i>Calpine Corporation, et al. of Memorandum Decision and Order Granting, in part, Debtors' Motion for an Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims</i> (related document(s) 3875) filed by Edward Sassower on behalf of Calpine Corporation. (Sassower, Edward) (Entered: 03/14/2007) |
| 110 | 03/14/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4164384. Fee amount 255.00. (U.S. Treasury) (Entered: 03/14/2007) |
| 111 | 03/14/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4164378. Fee amount 255.00. (U.S. Treasury) (Entered: 03/14/2007) |
| 112 | 03/14/2007 | 4016 | Notice of Appeal of <i>Wilmington Trust Company as Collateral Agent</i> (related document(s) 3972) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company. (Desiderio, Christopher) (Entered: 03/14/2007) |
| 113 | 03/14/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4164387. Fee amount 255.00. (U.S. Treasury) (Entered: 03/14/2007) |
| 114 | 03/14/2007 | 4017 | Notice of Appeal of <i>Wilmington Trust Company as Collateral Agent</i> (related document(s) 3875) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company. (Desiderio, Christopher) (Entered: 03/14/2007) |
| 115 | 03/14/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4164392. Fee amount 255.00. (U.S. Treasury) (Entered: 03/14/2007) |
| 116 | 03/14/2007 | 4018 | Notice of Appeal of <i>Wilmington Trust FSB as Indenture Trustee</i> (related document(s) 3970) filed by Christopher M. Desiderio on behalf of Wilmington Trust FSB. (Desiderio, Christopher) (Entered: 03/14/2007) |
| 117 | 03/14/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4164394. Fee amount 255.00. (U.S. Treasury) (Entered: 03/14/2007) |
| 118 | 03/14/2007 | 4019 | Notice of Appeal of <i>Wilmington Trust FSB as Indenture Trustee</i> (related document(s) 3972) filed by Christopher M. Desiderio on behalf of Wilmington Trust FSB. (Desiderio, Christopher) (Entered: 03/14/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|--|
| 119 | 03/14/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4164396. Fee amount 255.00. (U.S. Treasury) (Entered: 03/14/2007) |
| 120 | 03/14/2007 | 4020 | Notice of Appeal of <i>Wilmington Trust FSB as Indenture Trustee</i> (related document(s) 3875) filed by Christopher M. Desiderio on behalf of Wilmington Trust FSB. (Desiderio, Christopher) (Entered: 03/14/2007) |
| 121 | 03/14/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4164398. Fee amount 255.00. (U.S. Treasury) (Entered: 03/14/2007) |
| 122 | 03/14/2007 | 4021 | Notice of Appeal of <i>the Official Committee of Unsecured Creditors of Calpine Corporation, et al.</i> (related document(s) 3875) filed by Michael Scott Stamer on behalf of Official Committee Of Unsecured Creditors. (Stamer, Michael) (Entered: 03/14/2007) |
| 123 | 03/14/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4164484. Fee amount 255.00. (U.S. Treasury) (Entered: 03/14/2007) |
| 124 | 03/15/2007 | 4030 | Notice of Appeal of <i>the Official Committee of Equity Security Holders from the Memorandum Decision and Order Granting, in part, Debtors' Motion for an Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims, entered March 5, 2007</i> (related document(s) 3875) filed by Gary Kaplan on behalf of Official Committee of Equity Security Holders of Calpine Corporation, et al.. (Kaplan, Gary) (Entered: 03/15/2007) |
| 125 | 03/15/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4165966. Fee amount 255.00. (U.S. Treasury) (Entered: 03/15/2007) |
| 126 | 03/15/2007 | 4031 | Notice of Appeal of <i>the Official Committee of Equity Security Holders from an Order (I) Granting Debtors' Limited Objection to Claim Numbers 2664, 3275, 3393 Through 3421 (Inclusive), 3546 Through 3554 (Inclusive), 3586 Through 3588 (Inclusive), 3731, 4073, 5653 Through 5730 (Inclusive), 5791, and 5792; (II) Determining the Value of the CalGen Secured Debt Pursuant to Rule 3012 of the Federal Rules of Bankruptcy Procedure; and (III) Authorizing Repayment of CalGen Secured Debt, entered March 12, 2007</i> (related document(s) 3970) filed by Gary Kaplan on behalf of Official Committee of Equity Security Holders of Calpine Corporation, et al.. (Kaplan, Gary) (Entered: 03/15/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|---|
| 127 | 03/15/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4166058. Fee amount 255.00. (U.S. Treasury) (Entered: 03/15/2007) |
| 128 | 03/15/2007 | 4038 | Amended Notice of Appeal of the Official Committee of Equity Security Holders from an Order (I) Granting Debtors' Limited Objection to Claim Numbers 2664, 3275, 3393 Through 3421 (Inclusive), 3546 Through 3554 (Inclusive), 3586 Through 3588 (Inclusive), 3731, 4073, 5653 Through 5730 (Inclusive), 5791, and 5792; (II) Determining the Value of the CalGen Secured Debt Pursuant to Rule 3012 of the Federal Rules of Bankruptcy Procedure; and (III) Authorizing Repayment of CalGen Secured Debt, entered March 12, 2007 (related document(s) 3970, 4031) filed by Gary Kaplan on behalf of Official Committee of Equity Security Holders of Calpine Corporation, et al.. (Kaplan, Gary) (Entered: 03/15/2007) |
| 129 | 03/16/2007 | 4043 | Notice of Appeal of Calpine Corporation, et al. of Order Granting Debtors' Limited Objection to Claim Numbers 2664, 3275, 3393 through 3421 (Inclusive), 3546 through 3554 (Inclusive), 3586 through 3588 (Inclusive), 3731, 4073, 5653 through 5730 (Inclusive), 5791, and 5792; (II) Determining the Value of the CalGen Secured Debt Pursuant to Rule 3012 of the Federal Rules of Bankruptcy Procedure; and (III) Authorizing Repayment of CalGen Secured Debt (related document(s) 3970) filed by Edward Sassower on behalf of Calpine Corporation. (Sassower, Edward) (Entered: 03/16/2007) |
| 130 | 03/16/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4168029. Fee amount 255.00. (U.S. Treasury) (Entered: 03/16/2007) |
| 131 | 03/20/2007 | 4050 | Letter - Hearing Exhibits Submitted In Connection With February 27, 2007 Hearing On Debtors' Motion For Order (I) Authorizing Debtors To Obtain Replacement Postpetition Financing To (A) Refinance Existing Postpetition Financing And (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection To Claims; And (III) Determining Value Of Secured Claims (related document(s) 3883, 3481) filed by David S. Elkind on behalf of HSBC Bank USA, National Association, as Indenture Trustee and The Bank of New York, as Administrative Agent. (Attachments: # 1 Exhibit A# 2 Exhibit B# 3 Exhibit C# 4 Exhibit D# 5 Exhibit E# 6 Exhibit F# 7 Exhibit G# 8 Exhibit H# 9 Exhibit I# 10 Exhibit J# 11 Exhibit K# 12 Exhibit L# 13 Exhibit M# 14 Exhibit N# 15 Exhibit O)(Elkind, David) (Entered: 03/20/2007) |
| 132 | | 4050 | Exhibit A: First Priority Indenture dated as of March 23, 2004 |
| 133 | | 4050 | Exhibit B: Second Priority Indenture dated as of March 23, 2004 |
| 134 | | 4050 | Exhibit C: Third Priority Indenture dated as of March 23, 2004 |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|--|
| 135 | | 4050 | Exhibit D: 10-K for Fiscal Year Ending December 31, 2004 |
| 136 | | 4050 | Exhibit E: 10-K for Fiscal Year Ending December 31, 2005 |
| 137 | | 4050 | Exhibit F: 10-Q for Quarter Ending September 30, 2006 |
| 138 | | 4050 | Exhibit G: 10-Q for Quarter Ending June 30, 2006 |
| 139 | | 4050 | Exhibit H: 10-Q for Quarter Ending March 31, 2006 |
| 140 | | 4050 | Exhibit I: 10-Q For Quarter Ending September 30, 2006 |
| 141 | | 4050 | Exhibit J: \$600M First Priority Secured Institutional Term Loans Due 2009 Credit and Guarantee Agreement |
| 142 | | 4050 | Exhibit K: \$200M First Priority Revolving Secured Revolving Loans Amended and Restated Credit Agreement |
| 143 | | 4050 | Exhibit L: \$235M First Priority Secured Floating Rate Note Due 2009 |
| 144 | | 4050 | Exhibit M: \$100M Second Priority Secured Institutional Loans Due 2010 Credit and Guarantee Agreement |
| 145 | | 4050 | Exhibit N: Collateral Trust and Intercreditor Agreement dated as of March 23, 2004 |
| 146 | | 4050 | Exhibit O: Security Agreement dated as of March 23, 2004 |
| 147 | 03/20/2007 | 4053 | Notice of Appeal of the Official Committee of Unsecured Creditors of Calpine Corporation, et al. (related document(s) 3970) filed by Michael Scott Stamer on behalf of Official Committee Of Unsecured Creditors. (Stamer, Michael) (Entered: 03/20/2007) |
| 148 | 03/20/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4172559. Fee amount 255.00. (U.S. Treasury) (Entered: 03/20/2007) |
| 149 | 03/21/2007 | 4067 | Letter - Hearing Exhibits Submitted in Connection with February 27, 2007 Hearing on Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing To (A) Refinance Existing Postpetition Financing and (B) Replay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims (related document(s) 3883, 3481) filed by David S. Elkind on behalf of HSBC Bank USA, National Association, as Indenture Trustee and The Bank of New York, as Administrative Agent. (Elkind, David) (Entered: 03/21/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|-------------------|---|
| 150 | | | (UNDER SEAL) Exhibit A: January 9, 2007 Discussion Of Proposed Refinancing (Greene Deposition Exhibit 6b) |
| 151 | | | (UNDER SEAL) Exhibit B: Email Correspondence From Samuel Green To Steve Cheng, Raymond Henger, Edward Sassower (Greene Deposition Exhibit 22) |
| 152 | | | (UNDER SEAL) Exhibit C: Calgen Ebitdar Build-Up (Greene Deposition Exhibit 18) |
| 153 | 03/13/2007 | 4077 | Document (UNDER SEAL) re Affidavit of Christopher J. Kearns in Support of Manufacturers & Traders Trust Company's Objection to Debtors' Motion for Order re Debtors to Obtain Replacement Postpetition Financing; Limited Objection to Claims; Determining Value of Secured Claims; and Response to Debtors' Seventh Omnibus Objection to Proofs of Claim. (Gist, Marion) (Entered: 03/22/2007) |
| 154 | 3/23/2007 | 4092 | Letter dated March 9, 2007 filed by Judy G.Z. Liu on behalf of Manufacturers & Traders Trust Company. (Attachments: # 1 Counter Proposed Prepayment Order# 2 Counter Proposed Refinancing Order)(Liu, Judy) (Entered: 03/23/2007) |
| 155 | | | Proof of Claim # 3731 filed by HSBC Bank USA, National Association on July 28, 2006. |
| 156 | | | Proof of Claim # 5692 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 157 | | | Proof of Claim # 5693 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 158 | | | Proof of Claim # 5694 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 159 | | | Proof of Claim # 5695 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 160 | | | Proof of Claim # 5696 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 161 | | | Proof of Claim # 5697 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 162 | | | Proof of Claim # 5698 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | Description |
|----------------------------|--------------------------|--------------------------|--|
| 163 | | | Proof of Claim # 5699 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 164 | | | Proof of Claim # 5700 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 165 | | | Proof of Claim # 5701 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 166 | | | Proof of Claim # 5702 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 167 | | | Proof of Claim # 5703 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 168 | | | Proof of Claim # 5704 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 169 | | | Proof of Claim # 5705 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 170 | | | Proof of Claim # 5706 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 171 | | | Proof of Claim # 5707 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 172 | | | Proof of Claim # 5708 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 173 | | | Proof of Claim # 5709 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 174 | | | Proof of Claim # 5710 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 175 | | | Proof of Claim # 5711 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 176 | | | Proof of Claim # 5712 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | Description |
|----------------------------|--------------------------|--------------------------|--|
| 177 | | | Proof of Claim # 5713 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 178 | | | Proof of Claim # 5714 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 179 | | | Proof of Claim # 5715 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 180 | | | Proof of Claim # 5716 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 181 | | | Proof of Claim # 5717 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 182 | | | Proof of Claim # 5718 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 183 | | | Proof of Claim # 5719 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 184 | | | Proof of Claim # 5720 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 185 | | | Proof of Claim # 5721 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 186 | | | Proof of Claim # 5722 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 187 | | | Proof of Claim # 5723 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 188 | | | Proof of Claim # 5724 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 189 | | | Proof of Claim # 5725 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 190 | | | Proof of Claim # 5726 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|----------------------------|--------------------------|--------------------------|--|
| 191 | | | Proof of Claim # 5727 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 192 | | | Proof of Claim # 5728 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 193 | | | Proof of Claim # 5729 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 194 | | | Proof of Claim # 5730 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |
| 195 | | | Proof of Claim # 5791 filed by Morgan Stanley Senior Funding Inc. on August 1, 2006. |

| <u>Document No.</u> | <u>Case No.</u> | <u>Docket No.</u> | <u>Description</u> |
|----------------------------|------------------------|--------------------------|---|
| 196 | 05-60227 | | Voluntary Petition filed by Calpine Freestone Energy GP, LLC |
| 197 | 05-60227 | | Schedules of Assets and Liabilities filed by Calpine Freestone Energy GP, LLC |
| 198 | 05-60227 | | Statement of Financial Affairs filed by Calpine Freestone Energy GP, LLC |
| 199 | 05-60229 | | Voluntary Petition filed by Calgen Finance Corp. |
| 200 | 05-60229 | | Schedules of Assets and Liabilities filed by Calgen Finance Corp. |
| 201 | 05-60229 | | Statement of Financial Affairs filed by Calgen Finance Corp. |
| 202 | 05-60230 | | Voluntary Petition filed by Calpine Freestone Energy LP |
| 203 | 05-60230 | | Schedules of Assets and Liabilities filed by Calpine Freestone Energy LP |
| 204 | 05-60230 | | Statement of Financial Affairs filed by Calpine Freestone Energy LP |
| 205 | 05-60231 | | Voluntary Petition filed by Calpine Freestone, LLC. on December 21, 2005 |

| <u>Document No.</u> | <u>Case No.</u> | <u>Docket No.</u> | <u>Description</u> |
|----------------------------|------------------------|--------------------------|---|
| 206 | 05-60231 | | Schedules of Assets and Liabilities filed by Calpine Freestone, LLC |
| 207 | 05-60231 | | Statement of Financial Affairs filed by Calpine Freestone, LLC |
| 208 | 05-60236 | | Voluntary Petition filed by Calgen Project Equipment Finance Company One, LLC |
| 209 | 05-60236 | | Statement of Financial Affairs filed by Calgen Project Equipment Finance Company One, LLC |
| 210 | 05-60236 | | Statement of Financial Affairs filed by Calgen Project Equipment Finance Company One, LLC |
| 211 | 05-60236 | | Schedules of Assets and Liabilities filed by Calgen Equipment Finance Holdings, LLC |
| 212 | 05-60237 | | Voluntary Petition filed by Calpine Generating Company, LLC |
| 213 | 05-60237 | | Schedules of Assets and Liabilities filed by Calpine Generating Company, LLC |
| 214 | 05-60237 | | Statement of Financial Affairs filed by Calpine Generating Company, LLC |
| 215 | 05-60247 | | Voluntary Petition filed by Calpine Corpus Christi Energy GP, LLC |
| 216 | 05-60247 | | Schedules of Assets and Liabilities filed by Calpine Corpus Christi Energy GP, LLC |
| 217 | 05-60247 | | Statement of Financial Affairs filed by Calpine Corpus Christi Energy GP, LLC |
| 218 | 05-60249 | | Voluntary Petition filed by Calgen Equipment Finance Company, LLC |
| 219 | 05-60249 | | Statement of Financial Affairs filed by Calgen Equipment Finance Company, LLC |
| 220 | 05-60249 | | Schedules of Assets and Liabilities filed by Calgen Equipment Finance Company, LLC |
| 221 | 05-60251 | | Voluntary Petition filed by Calgen Equipment Finance Holdings, LLC |

| <u>Document No.</u> | <u>Case No.</u> | <u>Docket No.</u> | <u>Description</u> |
|----------------------------|------------------------|--------------------------|--|
| 222 | 05-60251 | | Statement of Financial Affairs filed by Calgen Equipment Finance Holdings, LLC |
| 223 | 05-60251 | | Statement of Financial Affairs filed by Calgen Equipment Finance Holdings, LLC |
| 224 | 05-60251 | | Schedule of Assets and Liabilities filed by Calgen Equipment Finance Holdings, LLC |
| 225 | 05-60253 | | Voluntary Petition filed by Calgen Expansion Company, LLC |
| 226 | 05-60253 | | Schedules of Assets and Liabilities filed by Calgen Expansion Company, LLC |
| 227 | 05-60253 | | Statement of Financial Affairs filed by Calgen Expansion Company, LLC |
| 228 | 05-60255 | | Voluntary Petition filed by Baytown Energy Center, LP. |
| 229 | 05-60255 | | Schedules of Assets and Liabilities filed by Baytown Energy Center, LP |
| 230 | 05-60255 | | Statement of Financial Affairs filed by Baytown Energy Center, LP |
| 231 | 05-60256 | | Voluntary Petition filed by Baytown Power GP, LLC |
| 232 | 05-60256 | | Schedules of Assets and Liabilities filed by Baytown Power GP, LLC |
| 233 | 05-60256 | | Statement of Financial Affairs filed by Baytown Power GP, LLC |
| 234 | 05-60258 | | Voluntary Petition filed by Baytown Power, LP |
| 235 | 05-60258 | | Statement of Financial Affairs filed by Baytown Power, LP |
| 236 | 05-60258 | | Schedules of Assets and Liabilities filed by Baytown Power, LP |
| 237 | 05-60261 | | Voluntary Petition filed by Calpine Corpus Christi Energy LP |
| 238 | 05-60261 | | Statement of Financial Affairs filed by Calpine Corpus Christi Energy LP |
| 239 | 05-60261 | | Schedules of Assets and Liabilities filed by Calpine Corpus Christi Energy LP |

| <u>Document No.</u> | <u>Case No.</u> | <u>Docket No.</u> | <u>Description</u> |
|----------------------------|------------------------|--------------------------|--|
| 240 | 05-60262 | | Voluntary Petition filed by Calgen Project Equipment Finance Company Two, LLC |
| 241 | 05-60262 | | Statement of Financial Affairs filed by Calgen Project Equipment Finance Company Two, LLC |
| 242 | 05-60262 | | Schedules of Assets and Liabilities filed by Calgen Project Equipment Finance Company Three, LLC |
| 243 | 05-60275 | | Voluntary Petition filed by Channel Energy Center, LP |
| 244 | 05-60275 | | Statement of Financial Affairs filed by Channel Energy Center, LP |
| 245 | 05-60275 | | Schedules of Assets and Liabilities filed by Channel Energy Center, LP |
| 246 | 05-60276 | | Voluntary Petition filed by Channel Power GP, LLC |
| 247 | 05-60276 | | Schedules of Assets and Liabilities filed by Channel Power GP, LLC |
| 248 | 05-60276 | | Statement of Financial Affairs filed by Channel Power GP, LLC |
| 249 | 05-60277 | | Voluntary Petition filed by Channel Power, LP |
| 250 | 05-60277 | | Schedules of Assets and Liabilities filed by Channel Power, LP |
| 251 | 05-60277 | | Statement of Financial Affairs filed by Channel Power, LP |
| 252 | 05-60293 | | Voluntary Petition filed by CPN Freestone, LLC |
| 253 | 05-60293 | | Schedules of Assets and Liabilities filed by CPN Freestone, LLC |
| 254 | 05-60293 | | Statement of Financial Affairs filed by CPN Freestone, LLC |
| 255 | 05-60302 | | Voluntary Petition filed by Calpine Pastoria Holdings, LLC |
| 256 | 05-60302 | | Schedules of Assets and Liabilities filed by Calpine Pastoria Holdings, LLC |
| 257 | 05-60302 | | Statement of Financial Affairs filed by Calpine Pastoria Holdings, LLC |
| 258 | 05-60304 | | Voluntary Petition filed by Calpine Northbrook Southcoast Investors, LLC |

| <u>Document No.</u> | <u>Case No.</u> | <u>Docket No.</u> | <u>Description</u> |
|----------------------------|------------------------|--------------------------|---|
| 259 | 05-60304 | | Schedules of Assets and Liabilities filed by Calpine Northbrook Southcoast Investors, LLC |
| 260 | 05-60304 | | Statement of Financial Affairs filed by Calpine Northbrook Southcoast Investors, LLC |
| 261 | 05-60310 | | Voluntary Petition filed by Calpine Power Equipment, LP |
| 262 | 05-60310 | | Schedules of Assets and Liabilities filed by Calpine Power Equipment, LP |
| 263 | 05-60310 | | Statement of Financial Affairs filed by Calpine Power Equipment, LP |
| 264 | 05-60311 | | Voluntary Petition filed by Calpine Oneta Power I, LLC |
| 265 | 05-60311 | | Schedules of Assets and Liabilities filed by Calpine Oneta Power I, LLC |
| 266 | 05-60311 | | Statement of Financial Affairs filed by Calpine Oneta Power I, LLC |
| 267 | 05-60313 | | Voluntary Petition filed by Decatur Energy Center, LLC |
| 268 | 05-60313 | | Statement of Financial Affairs filed by Decatur Energy Center, LLC |
| 269 | 05-60313 | | Schedules of Assets and Liabilities filed by Decatur Energy Center, LLC |
| 270 | 05-60315 | | Voluntary Petition filed by Calpine Oneta Power II, LLC |
| 271 | 05-60315 | | Schedules of Assets and Liabilities filed by Calpine Oneta Power II, LLC |
| 272 | 05-60315 | | Statement of Financial Affairs filed by Calpine Oneta Power II, LLC |
| 273 | 05-60318 | | Voluntary Petition filed by Calpine Oneta Power, LP |
| 274 | 05-60318 | | Schedules of Assets and Liabilities filed by Calpine Oneta Power, LP |
| 275 | 05-60318 | | Statement of Financial Affairs filed by Calpine Oneta Power, LP |

| <u>Document No.</u> | <u>Case No.</u> | <u>Docket No.</u> | <u>Description</u> |
|----------------------------|------------------------|--------------------------|--|
| 276 | 05-60320 | | Voluntary Petition filed by Calpine Baytown Energy Center LP, LLC |
| 277 | 05-60320 | | Schedules of Assets and Liabilities filed by Calpine Baytown Energy Center LP, LLC |
| 278 | 05-60320 | | Statement of Financial Affairs filed by Calpine Baytown Energy Center LP, LLC |
| 279 | 05-60339 | | Voluntary Petition filed by Freestone Power Generation, LP |
| 280 | 05-60339 | | Schedules of Assets and Liabilities filed by Freestone Power Generation, LP |
| 281 | 05-60339 | | Statement of Financial Affairs filed by Freestone Power Generation, LP |
| 282 | 05-60340 | | Voluntary Petition filed by Calpine Channel Energy Center GP, LLC |
| 283 | 05-60340 | | Schedules of Assets and Liabilities filed by Calpine Channel Energy Center GP, LLC |
| 284 | 05-60340 | | Statement of Financial Affairs filed by Calpine Channel Energy Center GP, LLC |
| 285 | 05-60352 | | Voluntary Petition filed by Calpine Calgen Holdings, Inc. |
| 286 | 05-60352 | | Statement of Financial Affairs filed by Calpine Calgen Holdings, Inc. |
| 287 | 05-60352 | | Schedules of Assets and Liabilities filed by Calpine Calgen Holdings, Inc. |
| 288 | 05-60353 | | Voluntary Petition filed by Morgan Energy Center, LLC |
| 289 | 05-60353 | | Schedules of Assets and Liabilities filed by Morgan Energy Center, LLC |
| 290 | 05-60353 | | Statement of Financial Affairs filed by Morgan Energy Center, LLC |
| 291 | 05-60356 | | Voluntary Petition filed by Nueces Bay Energy, LLC |
| 292 | 05-60356 | | Schedules of Assets and Liabilities filed by Nueces Bay Energy, LLC |
| 293 | 05-60356 | | Statement of Financial Affairs filed by Nueces Bay Energy, LLC |
| 294 | 05-60375 | | Voluntary Petition filed by Delta Energy Center, LLC |

| <u>Document No.</u> | <u>Case No.</u> | <u>Docket No.</u> | <u>Description</u> |
|----------------------------|------------------------|--------------------------|---|
| 295 | 05-60375 | | Schedules of Assets and Liabilities filed by Delta Energy Center, LLC |
| 296 | 05-60375 | | Statement of Financial Affairs filed by Delta Energy Center, LLC |
| 297 | 05-60405 | | Voluntary Petition filed by Los Medanos Energy Center, LLC |
| 298 | 05-60405 | | Statement of Financial Affairs filed by Los Medanos Energy Center, LLC |
| 299 | 05-60405 | | Schedules of Assets and Liabilities filed by Los Medanos Energy Center, LLC |
| 300 | 05-60410 | | Voluntary Petition filed by Pastoria Energy Facility, LLC |
| 301 | 05-60410 | | Schedules of Assets and Liabilities filed by Pastoria Energy Facility, LLC |
| 302 | 05-60440 | | Voluntary Petition filed by Columbia Energy, LLC |
| 303 | 05-60440 | | Schedules of Assets and Liabilities filed by Columbia Energy, LLC |
| 304 | 05-60440 | | Statement of Financial Affairs filed by Columbia Energy, LLC |
| 305 | 05-60441 | | Voluntary Petition filed by Corpus Christi Cogeneration, LP |
| 306 | 05-60441 | | Schedules of Assets and Liabilities filed by Corpus Christi Cogeneration, LP |
| 307 | 05-60441 | | Statement of Financial Affairs filed by Corpus Christi Cogeneration, LP |
| 308 | 05-60453 | | Voluntary Petition filed by Calpine Baytown Energy Center GP, LLC. on December 21, 2005 |
| 309 | 05-60453 | | Schedules of Assets and Liabilities filed by Calpine Baytown Energy Center GP, LLC |
| 310 | 05-60453 | | Statement of Financial Affairs filed by Calpine Baytown Energy Center GP, LLC |
| 311 | 05-60460 | | Voluntary Petition filed by Carville Energy, LLC |
| 312 | 05-60460 | | Schedules of Assets and Liabilities filed by Carville Energy, LLC |
| 313 | 05-60460 | | Statement of Financial Affairs filed by Carville Energy, LLC |

| <u>Document No.</u> | <u>Case No.</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-----------------|-------------------|---|
| 314 | 05-60410 | | Statement of Financial Affairs filed by Pastoria Energy Facility, LLC |
| 315 | 05-60380 | | Voluntary Petition filed by Zion Energy, LLC |
| 316 | 05-60380 | | Schedules of Assets and Liabilities filed by Zion Energy, LLC |
| 317 | 05-60380 | | Statement of Financial Affairs filed by Zion Energy, LLC |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|----------------------|---|
| 318 | 03/23/2007 | 4095 | Statement of Issues <i>to be Presented and Designation of Record on Appeal of the Second Priority Debt Representatives from Orders Entered by the Bankruptcy Court</i> (related document(s) 4002) filed by David S. Elkind on behalf of The Bank of New York, as Administrative Agent. (Elkind, David) (Entered: 03/23/2007) |
| 319 | 03/23/2007 | 4096 | Statement of Issues <i>to be Presented and Designation of Record on Appeal of the Second Priority Debt Representatives from Orders Entered by the Bankruptcy Court</i> (related document(s) 4004) filed by David S. Elkind on behalf of The Bank of New York, as Administrative Agent. (Elkind, David) (Entered: 03/23/2007) |
| 320 | 03/23/2007 | 4097 | Statement of Issues <i>to be Presented and Designation of Record on Appeal of the Second Priority Debt Representatives from Orders Entered by the Bankruptcy Court</i> (related document(s) 4001) filed by David S. Elkind on behalf of HSBC Bank USA, N.A., as Indenture Trustee. (Elkind, David) (Entered: 03/23/2007) |
| 321 | 03/23/2007 | 4098 | Statement of Issues <i>to be Presented and Designation of Record on Appeal of the Second Priority Debt Representatives from Orders Entered by the Bankruptcy Court</i> (related document(s) 4005) filed by David S. Elkind on behalf of HSBC Bank USA, N.A., as Indenture Trustee. (Elkind, David) (Entered: 03/23/2007) |
| 322 | 03/23/2007 | 4104 | Statement of Issues <i>and Designation of Record</i> (related document(s) 4014) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company. (Attachments: # 1 Exhibit A# 2 Exhibit B)(Desiderio, Christopher) (Entered: 03/23/2007) |
| 323 | 03/23/2007 | 4105 | Statement of Issues <i>and Designation of Record</i> (related document(s) 4016) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company. (Attachments: # 1 Exhibit A# 2 Exhibit B)(Desiderio, Christopher) (Entered: 03/23/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|----------------------|--|
| 324 | 03/23/2007 | 4106 | Statement of Issues <i>and Designation of Record</i> (related document(s) 4017) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company. (Attachments: # 1 Exhibit A# 2 Exhibit B)(Desiderio, Christopher) (Entered: 03/23/2007) |
| 325 | 03/23/2007 | 4107 | Statement of Issues <i>and Designation of Record</i> (related document(s) 4013) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company. (Attachments: # 1 Exhibit A# 2 Exhibit B)(Desiderio, Christopher) (Entered: 03/23/2007) |
| 326 | 03/23/2007 | 4108 | Statement of Issues <i>and Designation of Record</i> (related document(s) 4011) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company. (Attachments: # 1 Exhibit A# 2 Exhibit B)(Desiderio, Christopher) (Entered: 03/23/2007) |
| 327 | 03/23/2007 | 4109 | Statement of Issues <i>and Designation of Record</i> (related document(s) 4012) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company. (Attachments: # 1 Exhibit A# 2 Exhibit B)(Desiderio, Christopher) (Entered: 03/23/2007) |
| 328 | 03/23/2007 | 4110 | Statement of Issues <i>and Designation of Record</i> (related document(s) 4018) filed by Christopher M. Desiderio on behalf of Wilmington Trust FSB. (Attachments: # 1 Exhibit A# 2 Exhibit B)(Desiderio, Christopher) (Entered: 03/23/2007) |
| 329 | 03/23/2007 | 4111 | Statement of Issues <i>and Designation of Record</i> (related document(s) 4019) filed by Christopher M. Desiderio on behalf of Wilmington Trust FSB. (Attachments: # 1 Exhibit A# 2 Exhibit B)(Desiderio, Christopher) (Entered: 03/23/2007) |
| 330 | 03/23/2007 | 4112 | Statement of Issues <i>and Designation of Record</i> (related document(s) 4020) filed by Christopher M. Desiderio on behalf of Wilmington Trust FSB. (Attachments: # 1 Exhibit A# 2 Exhibit B)(Desiderio, Christopher) (Entered: 03/23/2007) |
| 331 | 03/23/2007 | 4113 | <i>Statement Of Issues and Designation of Record On Appeal of Memorandum Decision and Order Granting, In Part, Debtors' Motion for an Order (I) Authorizing Debtors To Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection To Claims and (III) Determining Value Of Secured Claims, Dated March 5, 2007 [Docket No. 3875]</i> (related document(s) 4007) filed by Judy G.Z. Liu on behalf of Manufacturers & Traders Trust Company. (Liu, Judy) (Entered: 03/23/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|----------------------|---|
| 332 | 03/23/2007 | 4114 | Statement Of Issues and Designation Of Record On Appeal Of Order (I) Granting Debtors' Limited Objection to Claim Numbers 2664, 3275, 3393 Through 3421 (Inclusive), 3546 Through 3554 (Inclusive), 3586 Through 3588 (Inclusive), 3731, 4073, 5653 Through 5730 (Inclusive), 5791, and 5792, (II) Determining Value of The Calgen Secured Debt Pursuant to Rule 3012 Of The Federal Rules of Bankruptcy Procedure; and (III) Authorizing Repayment Of Calgen Secured Debt, Dated March 12, 2007 [Docket No. 3970] (related document(s) 4006) filed by Judy G.Z. Liu on behalf of Manufacturers & Traders Trust Company. (Liu, Judy) (Entered: 03/23/2007) |
| 333 | 03/26/2007 | 4120 | Amended Order signed on 3/26/2007 (i) Granting Debtors Limited Objection To Claim Numbers 2664, 3275, 3393 Through 3421 (Inclusive), 3546 Through 3554 (Inclusive), 3586 Through 3588 (Inclusive), 3731, 4073, 5653 Through 5730 (Inclusive), 5791, And 5792; (ii) Determining The Value Of The Calgen Secured Debt Pursuant To Rule 3012 Of The Federal Rules Of Bankruptcy Procedure; And (iii) Authorizing Repayment Of Calgen Secured Debt (Related Doc # 3481 , 3970). (Saenz De Viteri, Monica) (Entered: 03/26/2007) |
| 334 | 03/26/2007 | 4122 | Statement of Issues / Designation of Items to be Included in Record on Appeal and Statement of Issues to be Presented (related document(s) 4021 , 4053) filed by Michael Scott Stamer on behalf of Official Committee Of Unsecured Creditors. (Stamer, Michael) (Entered: 03/26/2007) |
| 335 | 03/26/2007 | 4123 | Statement of Issues /Designation of Items to be Included in Record on Appeal and Statement of Issues to be Presented (related document(s) 4031 , 4038 , 4030) filed by Gary Kaplan on behalf of Official Committee of Equity Security Holders of Calpine Corporation, et al.. (Kaplan, Gary) (Entered: 03/26/2007) |
| 336 | 03/26/2007 | 4124 | Designation of Contents (appellant). /Debtors' Designation of Items to Be Included in Record on Appeal and Statement of Issues to Be Presented (related document(s) 3970 , 3875) filed by Edward Sassower on behalf of Calpine Corporation. (Sassower, Edward) (Entered: 03/26/2007) |
| 337 | 03/27/2007 | 4130 | Notice of Appeal Of Amended Order (I) Granting Debtors' Limited Objection to Claim Numbers 2664, 3275, 3393 Through 3421 (Inclusive), 3546 Through 3554 (Inclusive), 3586 Through 3588 (Inclusive), 3731, 4073, 5653 Through 5730 (Inclusive), 5791, and 5792, (II) Determining Value of The Calgen Secured Debt Pursuant to Rule 3012 of The Federal Rules Of Bankruptcy Procedure; and (III) Authorizing Repayment Of Calgen Secured Debt, Dated March 12, 2007 [Docket No. 4120] (related document(s) 4120) filed by Judy G.Z. Liu on behalf of Manufacturers & Traders Trust Company. (Liu, Judy) (Entered: 03/27/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|----------------------|---|
| 338 | 03/27/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4182087. Fee amount 255.00. (U.S. Treasury) (Entered: 03/27/2007) |
| 339 | 03/27/2007 | 4132 | Statement Of Issues and Designation Of Record On Appeal Of Amended Order (I) Granting Debtors' Limited Objection to Claim Numbers 2664, 3275, 3393 Through 3421 (Inclusive), 3546 Through 3554 (Inclusive), 3586 Through 3588 (Inclusive), 3731, 4073, 5653 Through 5730 (Inclusive), 5791, and 5792, (II) Determining Value of The Calgen Secured Debt Pursuant to Rule 3012 of The Federal Rules Of Bankruptcy Procedure; and (III) Authorizing Repayment Of Calgen Secured Debt, Dated March 12, 2007 [Docket No. 4120] (related document(s) 4130) filed by Judy G.Z. Liu on behalf of Manufacturers & Traders Trust Company. (Liu, Judy) (Entered: 03/27/2007) |
| 340 | 03/28/2007 | 4143 | Notice of Appeal of Amended Order dated 3/26/2007 (i) Granting Debtors Limited Objection To Claim Numbers 2664, 3275, 3393 Through 3421 (Inclusive), 3546 Through 3554 (Inclusive), 3586 Through 3588 (Inclusive), 3731, 4073, 5653 Through 5730 (Inclusive), 5791, And 5792; (ii) Determining The Value Of The Calgen Secured Debt Pursuant To Rule 3012 Of The Federal Rules Of Bankruptcy Procedure; And (iii) Authorizing Repayment Of Calgen Secured Debt (related document(s) 4120) filed by David S. Elkind on behalf of HSBC Bank USA, N.A., as Indenture Trustee. (Elkind, David) (Entered: 03/28/2007) |
| 341 | 03/28/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4183748. Fee amount 255.00. (U.S. Treasury) (Entered: 03/28/2007) |
| 342 | 03/28/2007 | 4144 | Notice of Appeal of Amended Order dated 3/26/2007 (i) Granting Debtors Limited Objection To Claim Numbers 2664, 3275, 3393 Through 3421 (Inclusive), 3546 Through 3554 (Inclusive), 3586 Through 3588 (Inclusive), 3731, 4073, 5653 Through 5730 (Inclusive), 5791, And 5792; (ii) Determining The Value Of The Calgen Secured Debt Pursuant To Rule 3012 Of The Federal Rules Of Bankruptcy Procedure; And (iii) Authorizing Repayment Of Calgen Secured Debt (related document(s) 4120) filed by David S. Elkind on behalf of The Bank of New York, as Administrative Agent. (Elkind, David) (Entered: 03/28/2007) |
| 343 | 03/28/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4183796. Fee amount 255.00. (U.S. Treasury) (Entered: 03/28/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|----------------------|--|
| 344 | 03/28/2007 | 4152 | Statement of Issues - <i>Amended Statement of Issues to be Presented and Designation of Record on Appeal of the Second Priority Debt Representatives from Orders Entered by the Bankruptcy Court</i> (related document(s) 4001 , 4097) filed by David S. Elkind on behalf of HSBC Bank USA, N.A., as Indenture Trustee. (Elkind, David) (Entered: 03/28/2007) |
| 345 | 03/28/2007 | 4153 | Affidavit of Service of <i>Lauren N. Lee for the Designation of Items to be Included in Record on Appeal and Statement of Issues to be Presented</i> (related document(s) 4122) filed by Michael Scott Stamer on behalf of Official Committee Of Unsecured Creditors. (Stamer, Michael) (Entered: 03/28/2007) |
| 346 | 03/28/2007 | 4154 | Statement of Issues - <i>Amended Statement of Issues to be Presented and Designation of Record on Appeal of the Second Priority Debt Representatives from Orders Entered by the Bankruptcy Court</i> (related document(s) 4002 , 4095) filed by David S. Elkind on behalf of The Bank of New York, as Administrative Agent. (Elkind, David) (Entered: 03/28/2007) |
| 347 | 03/28/2007 | 4155 | Statement of Issues - <i>Amended Statement of Issues to be Presented and Designation of Record on Appeal of the Second Priority Debt Representatives from Orders Entered by the Bankruptcy Court</i> (related document(s) 4005 , 4098) filed by David S. Elkind on behalf of HSBC Bank USA, N.A., as Indenture Trustee. (Elkind, David) (Entered: 03/28/2007) |
| 348 | 03/28/2007 | 4156 | Statement of Issues - <i>Amended Statement of Issues to be Presented and Designation of Record on Appeal of the Second Priority Debt Representatives from Orders Entered by the Bankruptcy Court</i> (related document(s) 4004 , 4096) filed by David S. Elkind on behalf of The Bank of New York, as Administrative Agent. (Elkind, David) (Entered: 03/28/2007) |
| 349 | 03/30/2007 | 4171 | Notice of Appeal of the <i>Official Committee of Unsecured Creditors of Calpine Corporation, et al.</i> (related document(s) 4120) filed by Michael Scott Stamer on behalf of Official Committee Of Unsecured Creditors. (Stamer, Michael) (Entered: 03/30/2007) |
| 350 | 03/30/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4189991. Fee amount 255.00. (U.S. Treasury) (Entered: 03/30/2007) |
| 351 | 03/30/2007 | 4172 | Statement of Issues / <i>Designation of Items to be Included in Record on Appeal and Statement of Issues to be Presented</i> (related document(s) 4171 , 4021) filed by Michael Scott Stamer on behalf of Official Committee Of Unsecured Creditors. (Stamer, Michael) (Entered: 03/30/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|----------------------|--|
| 352 | 03/30/2007 | 4173 | Notice of Appeal of the Official Committee of Equity Security Holders from an Amended Order (I) Granting Debtors' Limited Objection to Claim Numbers 2664, 3275, 3393 Through 3421 (Inclusive), 3546 Through 3554 (Inclusive), 3586 Through 3588 (Inclusive), 3731, 4073, 5653 Through 5730 (Inclusive), 5791, and 5792; (II) Determining the Value of the CalGen Secured Debt Pursuant to Rule 3012 of the Federal Rules of Bankruptcy Procedure; and (III) Authorizing Repayment of CalGen Secured Debt, entered March 26, 2007 (related document(s) 4120) filed by Gary Kaplan on behalf of Official Committee of Equity Security Holders of Calpine Corporation, et al.. (Kaplan, Gary) (Entered: 03/30/2007) |
| 353 | 03/30/2007 | 4174 | Notice of Appeal /Debtors' Notice of Appeal of Amended Order (I) Granting Debtors Limited Objection To Claim Numbers 2664, 3275, 3393 through 3421 (Inclusive), 3546 through 3554 (Inclusive), 3586 through 3588 (Inclusive), 3731, 4073, 5653 through 5730 (Inclusive), 5791 and 5792; (II) Determining Value of the CalGen Secured Debt Pursuant to Rule 3012 of the Federal Rules Of Bankruptcy Procedure; and (III) Authorizing Repayment of CalGen Secured Debt (related document(s) 4120) filed by Edward Sassower on behalf of Calpine Corporation. (Sassower, Edward) (Entered: 03/30/2007) |
| 354 | 03/30/2007 | 4176 | Designation of Contents (appellant). /Debtors' Designation of Items to be Included in Record on Appeal and Statement of Issues to be Presented with Respect to Debtors' Notice of Appeal of Amended Order (I) Granting Debtors Limited Objection To Claim Numbers 2664, 3275, 3393 through 3421 (Inclusive), 3546 through 3554 (Inclusive), 3586 through 3588 (Inclusive), 3731, 4073, 5653 through 5730 (Inclusive), 5791 and 5792; (II) Determining Value of the CalGen Secured Debt Pursuant to Rule 3012 of the Federal Rules Of Bankruptcy Procedure; and (III) Authorizing Repayment of CalGen Secured Debt (related document(s) 4174 , 4120) filed by Edward Sassower on behalf of Calpine Corporation. (Sassower, Edward) (Entered: 03/30/2007) |
| 355 | 03/30/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4190063. Fee amount 255.00. (U.S. Treasury) (Entered: 03/30/2007) |
| 356 | 03/30/2007 | 4178 | Notice of Appeal of Wilmington Trust FSB as Indenture Trustee (related document(s) 4120) filed by Christopher M. Desiderio on behalf of Wilmington Trust FSB. (Desiderio, Christopher) (Entered: 03/30/2007) |
| 357 | 03/30/2007 | 4179 | Notice of Appeal of Wilmington Trust Company as Administrative Agent (related document(s) 4120) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company. (Desiderio, Christopher) (Entered: 03/30/2007) |

| <u>Document No.</u> | <u>Entered On</u> | <u>Docket No.</u> | <u>Description</u> |
|---------------------|-------------------|----------------------|---|
| 358 | 03/30/2007 | 4180 | Notice of Appeal of <i>Wilmington Trust Company as Collateral Agent</i> (related document(s) 4120) filed by Christopher M. Desiderio on behalf of Wilmington Trust Company. (Desiderio, Christopher) (Entered: 03/30/2007) |
| 359 | 04/02/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4190724. Fee amount 255.00. (U.S. Treasury) (Entered: 04/02/2007) |
| 360 | 04/02/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4190724. Fee amount 255.00. (U.S. Treasury) (Entered: 04/02/2007) |
| 361 | 04/02/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4190724. Fee amount 255.00. (U.S. Treasury) (Entered: 04/02/2007) |
| 362 | 04/02/2007 | 4186 | Statement of Issues / <i>Designation of Items to be Included in Record on Appeal and Statement of Issues to be Presented</i> (related document(s) 4173) filed by Gary Kaplan on behalf of Official Committee of Equity Security Holders of Calpine Corporation, et al.. (Kaplan, Gary) (Entered: 04/02/2007) |
| 363 | 04/02/2007 | | Receipt of Notice of Appeal(05-60200-brl) [appeal,97] (255.00) Filing Fee. Receipt number 4191495. Fee amount 255.00. (U.S. Treasury) (Entered: 04/02/2007) |

Dated: New York, New York
April 4, 2007

ROPES & GRAY LLP

/s/ David S. Elkind

David S. Elkind (DE 4054)

Mark I. Bane (MB 4883)

Mark R. Somerstein (MS 9721)

1211 Avenue of the Americas

New York, NY 10036-8704

Tel: (212) 596-9000

Fax: (212) 596-9090

Attorneys for HSBC Bank USA, National
Association, as Indenture Trustee